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ARTICLE 1—PURPOSES
The Next Move Program’s purpose is to coordinate and implement internship and vocational education experiences within area businesses to high school students with disabilities. We partner with area businesses which provide job site and classroom locations for program activities. We partner with area schools who submit qualified applicants, who would benefit from specific work experience and education in the areas of work preparation, social skills, and life skills. The Next Move Program may therefore seek, apply for, and receive donations, grants, loans, and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of these charitable and educational purposes. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (c) a corporation under Virginia State Law.

ARTICLE 2—MEMBERSHIP
The Corporation shall have no members.

ARTICLE 3—DIRECTORS
3.1 General Powers
The management and control of the affairs of the Corporation shall be vested in its Board of Directors. Directors shall not be employees of the Corporation, nor otherwise be compensated for their duties except for out-of-pocket expenses as determined by the Board.

3.2 Number & Qualifications
The Board shall consist of not less than five (5) nor more than fifteen (15) Directors, the specific number to be set by resolution of the Board. Directors must be at least eighteen (18) years of age. Directors shall be sought who have experience or working interest in areas such as finance, real estate, human resources, event management, and/or possess a specific skill necessary to chair and oversee the Community Committees of the corporation, and work with Community Committee members to arrive at agreed-upon proposals for presentation to the full Board. This corporation is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of race, physical handicap, gender, ancestry, religion, or sexual orientation.

3.3 Election & Term of Office
The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting. At the first annual meeting, one-third of Directors shall be elected to one-year terms, one-third to two-year terms, and the remaining Directors to three-year terms. At subsequent annual meetings, Directors shall be elected to three-year terms. The term of office for newly elected Directors shall commence at
the succeeding Board meeting. Each Director shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

ARTICLE 4—OFFICERS

4.1 Number & Qualifications
The officers shall be President, Vice President, Secretary, Treasurer, and such other Officers and assistant Officers as may be determined by the Board. The same person, except the offices of President and Secretary, may hold any two or more offices.

4.2 Election & Term of Office
The Board at the annual meeting shall elect Officers each year. Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

4.3 President
The President shall be the principal executive of the Corporation responsible for carrying out the directions and resolutions of the Board. He or she shall preside at all meetings of the Board and Executive Committee. The President shall in general perform all duties incident to the office of President and such other duties as may be assigned by the Board from time to time.

4.4 Vice-President
In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers, and be subject to, the restrictions placed on the President. The Vice-President shall in general perform all duties incident to the office of Vice-President and such other duties as may be assigned by the President or the Board from time to time.

4.5 Secretary
The Secretary shall: (a) keep the minutes of the meetings of the Board; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board from time to time. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

4.6 Treasurer
The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.
4.7 Non-Director Officers
The board of directors may designate additional officer positions of the corporation and may appoint
and assign duties to other non-director officers of the corporation.

ARTICLE 5—COMMITTEES
5.1 Executive Committee
The Executive Committee shall consist of all Officers of the Corporation. The Committee shall have the
power to act on behalf of the Corporation subject to final ratification of its acts by the Board. Any Officer
may call a meeting of the Executive Committee.
5.2 Other Committees
The Board may establish and empower such standing Community Committees and ad hoc committees
as it deems necessary, and may solicit and approve participation by members of the general public. A
Director shall chair every committee. Committee chairs shall perform all duties incident to their office as
determined by the President or Board. Committee decisions must be approved by the Board prior to
enactment.

ARTICLE 6—PROCEDURE
6.1 Meetings
The annual meeting of the Board shall be held during the winter months for the purpose of electing
Directors and transacting such business as may properly come before the meeting. Regular meetings of
the Board shall be at least quarterly on a date and time established by the Board. Special meetings of
the Board may be called by or at the request of the President, any two Directors, or a majority of paid
staff of the corporation. No business shall be transacted at a special meeting except that mentioned in
the notice. All meetings shall be held at the principal office of the Corporation or at such other place
within the Commonwealth of Virginia designated by the Board or persons entitled to call a meeting.
Attendance at meetings of the Board may, in special situations, be by telephonic or electronic means.
6.2 Notice
Unless otherwise stated in these bylaws, notice of all meetings shall be given to the appropriate
Directors and committee members not less than ten (10) days prior to the date of the meeting, by or at
the direction of the President, Secretary, or committee chair calling the meeting. Notice for all meetings
concerning the removal of a Director or Officer, amendment to these bylaws, or dissolution of the
Corporation, shall be given to the appropriate Directors or committee members not less than fifteen
(15) days prior to the date of the meeting, by or at the direction of the President, Secretary, or
committee chair calling the meeting. Any notice required under the provisions of these bylaws or as
otherwise required by law shall be given in person or by mail. If mailed, such notice shall be deemed
delivered when deposited in the United States mail addressed as it appears in the records of the
Corporation, with postage thereon prepaid.
6.3 Quorum
A majority of members shall constitute a quorum for the purposes of conducting business at any
meeting of the Board or any committee designated and appointed by the Board. A quorum once
attained shall continue until adjournment despite the voluntary withdrawal of enough members to
leave less than a quorum.
6.4 Procedure
All meetings shall be conducted according to a standard parliamentary procedure. The Board shall seek
to make decisions through the consensus. If consensus cannot be reached in a reasonable period of
time, the President may table the decision until the next meeting or ask that a decision be made by the
affirmative vote of not less than seventy-five percent (75%) of those present and eligible to vote. Each
Board or committee member shall be entitled to one vote. Members not present may vote by written
proxy submitted before or at the meeting. Unless otherwise provided for in these bylaws, the act of
those present in person or by proxy at a meeting at which a quorum has been attained shall be the act
of the body so meeting. Except upon motion properly passed to conduct an executive session, all
meetings of the Board shall be open to the public. Executive sessions may exclude anyone not
designated in the motion for executive session, but shall be only for personnel matters, property
acquisition, and communication with legal counsel.

6.5 Resignation
Any Director, Officer, or committee member may resign at any time by delivering written notice to the
President, Secretary, or appropriate committee chair at the registered office of the Corporation, or by
giving oral or written notice at any meeting. Such resignation shall take effect at the time specified
therein, or if the time is not specified, upon delivery thereof.

6.6 Removal
The Board may remove any Director, Officer, or committee member if they have knowingly violated the
rules and policies of the Corporation or carried out activities without Board authorization that have legal
or financial consequences for the Corporation. Such termination may take place at any Board meeting. If
removal of a Director is proposed, all Directors shall be notified of the meeting and the cause for the
proposed termination.

6.7 Vacancies
A vacancy on the Board or any committee, or in any office, may be filled by approval of the Board for the
duration of the unexpired term. If the number of Directors in office is less than the minimum required
by these bylaws, a vacancy may be filled by approval of a majority of the Directors then in office or by a
sole remaining Director.

ARTICLE 7—ADMINISTRATION
7.1 Fiscal Year
The fiscal year shall be the calendar year or such other period as determined by the Board.

7.2 Books & Records
The Corporation shall keep correct and complete books and records of accounts, minutes of the
meetings of the Board and committees having any authority of the Board, and at its registered office the
names and addresses of the Directors and Officers. All books and records shall be open for public
inspection for any proper purpose at any reasonable time.

7.3 Contracts
The Board may authorize any Officer or agent of the Corporation to enter into any contract or to
execute and deliver any instruments on behalf of the Corporation.

7.4 Loans
No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness issued in its name unless so determined by the Board. No loans shall be made to any Director.

7.5 Checks & Drafts
All checks, drafts, or other orders for the payment of money or other evidences of indebtedness issued on behalf of the Corporation shall be signed by such Officer or agent of the Corporation in such a manner as determined by the Board.

7.6 Deposits
All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as determined by the Board.

ARTICLE 8—MISCELLANEOUS

8.1 Offices
The principal office of the Corporation shall be located in Richmond, Virginia. The Corporation may also have offices at such other places within the Commonwealth of Virginia as its business and activities may require and as the Board may, from time to time, designate.

8.2 Indemnification
The Corporation may indemnify to the fullest extent permitted by Virginia State Law any person who was or is a party to or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys’ fees), judgments, fines, penalties, damages, and any amounts paid in settlement actually or reasonably incurred by him or her in connection with the action, suit, or proceeding. In addition, the Corporation may pay for or reimburse the reasonable expenses of a Director, Officer, employee, or agent of the Corporation who is a party to a proceeding to the extent and under the circumstances permitted by Virginia State law.

8.3 Amendment
These bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

8.4 Dissolution
The Corporation may voluntarily dissolve and cease to operate upon the affirmative vote of not less than seventy-five percent (75%) of the Directors at any meeting of the Board, provided all Directors have been notified of this purpose. Upon termination or dissolution of the Transcontinental Humanitarian Corp., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable
purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

8.5 Conflict of Interest
The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, affiliate, or member of a committee with board-delegated powers.

ADOPTION OF BYLAWS
I do hereby certify that the above stated bylaws of The Next Move Program were approved by The Next Move Program’s board of directors on ________________ and constitute a complete copy of the bylaws of the corporation.

__________________
Secretary